

Good corporate governance is one of the foundational business practices of Visioneering Technologies, Inc. (VTI, the Company).

The Board of Directors (**Board**) confirms that VTI's corporate governance framework largely complies with the recommendations in ASX's *Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd Edition)* (the **Principles & Recommendations**), and the reason for any deviations from the Principles and Recommendations are largely due to the relatively small size of the Company and its operations. The Principles & Recommendations recognize that listed entities may legitimately adopt governance practices different to those set out in the Principles & Recommendations, having regard to such factors.

The Company provides below a review of its corporate governance framework, presented in the same numbering system used in the ASX Corporate Governance Recommendations.

Additional information about the Company's governance can be found in the "Corporate Governance" section of the Company's investor website at [www.vtisioninvestors.com](http://www.vtisioninvestors.com).

*This Corporate Governance Statement has been approved by the Board of Directors of the Company and is current at February 28, 2020.*

---

**Principle 1:** Lay solid foundations for management and oversight. A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

The Company did not comply with Recommendations 1.3 or 1.5 in full, but did comply with Recommendations 1.1, 1.2, 1.4, 1.6 and 1.7 in full, for the financial year ended December 31, 2019.

**Recommendation 1.1:** *A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.*

The Board is ultimately responsible for the overall direction of the Company and oversight and review of the management, administration and governance of VTI. The Board's responsibilities are defined in the Board Charter, which is available from the "Corporate Governance" section of the Company's investor website at [www.vtisioninvestors.com](http://www.vtisioninvestors.com). The Board Charter also sets out the matters expressly reserved to the Board and those delegated to management. Clear delineations are provided between the responsibilities of the Board versus the responsibilities of the CEO and other company officers.

**Recommendation 1.2:** *A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.*

The Company undertakes appropriate checks before appointing a person or putting forward to security holders a candidate for election to a directorship. The Company does not however re-perform checks in connection with the re-election of a Director.

The Company will provide security holders with all material information in its possession that is relevant to a decision on whether to elect or re-elect a Director.

***Recommendation 1.3:*** *A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

The Company enters into formal written agreements with each Independent Director and senior executive. The Company did not have a formal written agreement with the former Chairman, Fred Schwarzer. Mr. Schwarzer resigned from the Board effective 31 December 2019.

***Recommendation 1.4:*** *The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.*

The Company Secretary is accountable to the Board, through the Chairman, on all matters relating to the governance and the operation of the Board.

***Recommendation 1.5:*** *A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organization (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.*

The Company's Diversity Policy does not require the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. As a relatively small company (amongst those listed on the ASX), the Company faces particular issues in complying with this recommendation in full. This is because the Company is still in the early stages of commercializing its products and only has a small number of employees. As the Company moves closer to achieving its commercialization goals and increases its number of employees, it will re-examine its approach having regard to its scale and resources.

However, the Company can confirm that as at December 31, 2019, three of the Company's six Directors were women (50%). Among all employees, 21 of 40 were women (53%).

The Company is not a "Relevant Employer" under the Workplace Gender Equality Act.

The Company's Diversity Policy is available from the "Corporate Governance" section of the Company's investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com).

***Recommendation 1.6:*** *A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

In the year 2018 the Remuneration and Nomination Committee initiated the process for evaluation of the Board's performance, to be performed on annual basis. The Committee performed an evaluation and made recommendations during the years ended December 31, 2018 and 2019.

**Recommendation 1.7:** *A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

Under the Company's Board Charter, the Board is ultimately responsible for the evaluating the performance of the Chief Executive Officer (CEO) and senior executives. The Board has established a Nomination and Remuneration Committee which is responsible for setting performance goals for the CEO and senior executives, and for evaluating the CEO's and senior executives' performance against those goals at least annually. The Committee has evaluated the 2019 performance of the CEO and senior executives in accordance with that process.

In addition, the Board regularly considers CEO and senior executive performance throughout the year.

---

**Principle 2:** Structure the board to add value. A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

The Company did not comply with Recommendation 2.5 in full, but did comply with Recommendations 2.1, 2.2, 2.3, 2.4 and 2.6 in full, for the financial year ended December 31, 2019.

**Recommendation 2.1:** *The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.*

The Board has established a Nomination and Remuneration Committee. It has four members, three of whom are independent directors (including the Chair of the Committee). Please refer to the "Remuneration Report" in the Company's Annual Report for further information about the membership of the Committee and attendances at the meetings of the Committee.

The Nomination and Remuneration Committee Charter is available from the "Corporate Governance" section of the Company's investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com).

**Recommendation 2.2:** A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

The Board has determined that it is best served by having a mix of individuals with expertise and experience in the following areas:

<b>Skill</b>	<b>Description</b>	<b>Average Rating<sup>1</sup></b>
Sales, Marketing and Communications	Clear understanding of developing and implementing sales and marketing teams and strategies, recruiting, running and incentivizing sales teams, and setting sales budgets and targets	2.4
Business Development	Experience in developing key business relationships and partnerships	2.5
International Business	Understanding of different markets, cultures and business practices across the world	2.5
Leadership in Healthcare Sector	Sustainable success in business as a senior executive leading, managing and overseeing corporations in a range of industry sectors and regulatory regimes; or extensive non-executive experience in a relevant industry	3.0
Medical Product Development	Senior Executive experience in a medical, biotechnology or pharmaceutical organization with an understanding of, or exposure to, the Company's corporate purpose to create long-term shareholder value	2.5
Clinical and Regulatory Affairs	Senior executive overseeing the Clinical / Regulatory Affairs function in a global context in a pharmaceutical, biotechnology or medical device company	1.5
Governance	Commitment to the highest standard of governance, including experience at other ASX or overseas listed organisations that are subject to rigorous governance standards; knowledge and experience in best practice ASX and Corporations Act governance structures, policies and processes	2.3
Strategy & Risk Management	Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions; Track record of developing a successful strategy and developing a business portfolio over the long term	3.0
Audit/Corporate Finance	Senior executive or equivalent experience in financial accounting and reporting, corporate finance or internal financial controls; The ability to analyse financial statements and reporting, critically assess the financial performance of the group, contribute to budget planning and efficient use of capital and resources	2.3
Capital Markets	Senior management or Board level experience in capital raising and accessing capital markets	2.2
Remuneration, People and Performance	Board remuneration committee membership or executive management experience in relation to remuneration, including incentive programs and the overarching legislative and governance frameworks	2.3

<sup>1</sup> Rating based on a scale of High skill = 3, Medium skill = 2 and Low skill = 1

The Board has assessed its mix of skills and diversity against the skills areas listed above and considers its current composition to be appropriate given the strategic direction of the Company and its stage of development.

Details in relation to the mix of skills and diversity of the Board can be found on pages 6 and 7 of the Company's 2019 Annual Report.

**Recommendation 2.3:** *A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 [of the Principles & Recommendations] but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.*

The Board considers Mr. Tom Dooley, Ms. Jean Franchi, Ms. Zita Peach and Ms. Christine Van Heek to be independent Directors. In addition, the Company appointed Dr. David J. Mazzo PhD to the Board as Chairman effective 2 March 2020. The Board considers Dr. Mazzo to be an independent Director. The Board does not consider these Directors to have any interests, positions, associations or relationships of the types described in Box 2.3 of the Principles & Recommendations.

The Board did not consider the former Chairman, Mr. Fred Schwarzer, to be independent. This was due to his relationship with substantial holders of securities in the Company, Charter Life Sciences. The Board does not consider Mr. Stephen Snowdy to be independent, due to his role as Chief Executive Officer of the Company.

Details of the length of service of each Director can be found on page 9 of the Company's 2019 Annual Report.

**Recommendation 2.4:** *A majority of the board of a listed entity should be independent directors.*

A majority of the Board are independent directors (four out of six directors).

**Recommendation 2.5:** *The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.*

The former Chairman of the Board was Mr. Fred Schwarzer. Although he was a non-executive Director, the Board did not consider him to be independent due to his role as Managing Partner of Charter Life Sciences, a substantial holder of securities in the Company.

Mr. Schwarzer resigned from the Board effective 31 December 2019. The Board appointed Dr. David J. Mazzo, PhD as Chairman of the Board effective 2 March 2020. Dr. Mazzo is an independent director.

**Recommendation 2.6:** *A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.*

New Directors are provided written materials upon joining the Board that familiarize the Director with the Company's history and products, and the Company's obligations for continuous disclosure. All Directors were trained with these written materials.

The Company is also prepared to provide additional professional development options when reasonably requested by Directors.

---

**Principle 3:** Act ethically and responsibly. A listed entity should act ethically and responsibly.

The Company complied with Recommendation 3.1 in full for the financial year ended December 31, 2019.

**Recommendation 3.1:** *A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.*

The Company is committed not only to complying with its legal obligations, but also to act ethically and responsibly. The Company expects a high level of honesty, care, fair dealing and integrity in the conduct of all business activities.

The Company has a Code of Conduct which sets the standards of conduct expected of all of the Company's directors, officers, executives, employees, consultants and contractors. The Code of Conduct also deals with the Company's whistleblower policy.

The Code of Conduct is available from the "Corporate Governance" section of the Company's investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com).

---

**Principle 4:** Safeguard integrity in corporate reporting. A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

The Company complied with Recommendations 4.1 to 4.3 in full in respect of the financial year ended December 31, 2019.

**Recommendation 4.1:** *The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.*

The Board has established an Audit and Risk Committee. It has three members, all of whom are non-executive and independent Directors.

The Chair of the Audit and Risk Committee for the financial year ended December 31, 2019 has been an independent Director.

Please refer to the "Remuneration Report" on page 9 of the 2019 Annual Report for further information about the membership of the Committee and attendances at the meetings of the Committee. Details in relation to the mix of skills of the members of the Audit & Risk Committee can be found on pages 6 and 7 of the 2019 Annual Report.

The Audit and Risk Committee Charter is available from the "Corporate Governance" section of the Company's investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com).

**Recommendation 4.2:** *The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.*

Before the Board approves the Company's financial statements for a financial period, the Board seeks from its Chief Executive Officer and Chief Financial Officer a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a fair and accurate representation of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control.

**Recommendation 4.3:** *A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.*

The Company's external auditor or representative will be invited to attend the annual meeting of stockholders and will be available to answer questions from security holders relevant to the audit at the annual general meetings.

---

**Principle 5:** Make timely and balanced disclosure. A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

The Company complied with Recommendation 5.1 in full for the financial year ended December 31, 2019.

**Recommendation 5.1:** *A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.*

The Company has adopted a Continuous Disclosure Policy. It is available from the "Corporate Governance" section of the Company's investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com).

---

**Principle 6:** Respect the rights of security holders. A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

The Company complied with Recommendations 6.1 to 6.4 in full for the financial year ended December 31, 2019.

**Recommendation 6.1:** *A listed entity should provide information about itself and its governance to investors via its website.*

The Company provides information about itself and its corporate governance to investors via its

investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com).

**Recommendation 6.2:** *A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.*

The Company's investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com) contains information about the Company and its governance. The website also contains the Company's contact details should investors wish to contact the Company.

In addition, the Company's Continuous Disclosure Policy sets out the Company's policies and the processes it has in place to facilitate and encourage participation at meetings of security holders.

**Recommendation 6.3:** *A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.*

The Company's Continuous Disclosure Policy sets out the Company's policies and the processes it has in place to facilitate and encourage participation at meetings of security holders. It is available from the "Corporate Governance" section of the Company's investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com).

**Recommendation 6.4:** *A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*

The Company's contact details are available on its website. Security holders can submit an electronic query to the Company via the website or contact its registry, Computershare.

All CDI holders have the option to receive communications by email.

---

**Principle 7:** Recognize and manage risk. A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

The Company complied with Recommendations 7.1 to 7.4 in full for the financial year ended December 31, 2019.

**Recommendation 7.1:** *The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) as at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.*

The Company has a combined Audit and Risk Committee. Please refer to the response to Recommendation 4.1 above for further information.

**Recommendation 7.2:** *The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.*



The Audit and Risk Committee is responsible for reviewing the Company's risk management framework at least annually to assess whether it continues to be sound.

The Audit and Risk Committee conducts a review of risks and risk management as part of its annual finance and accounting audit. Such a review was performed for the year ended December 31, 2019.

**Recommendation 7.3:** *A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.*

The Company does not have an internal audit function.

In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy to assist it to identify, evaluate and mitigate technological, economic, operational and other risks. The Audit and Risk Committee with oversight from the Board has responsibility to review and assess the Company's processes for evaluating and continually improving the effectiveness of its risk management and internal control processes. Management reviews and assesses the key risks of the Company together with the controls in place to mitigate these risks prior to presenting the risk management framework to the Audit and Risk Committee for review.

For instance, the Company determined that certain aspects of its internal control systems were no longer appropriate to manage the corresponding risks given the Company's recent and contemplated growth. Under the oversight of the Audit and Risk Committee and the Board, the Company has implemented a range of measures to further mitigate these risks. Such measures include refining the Company's expense reimbursement and general ledger security procedures, and engaging additional outside support for technical and non-routine accounting matters. The Company is also considering deploying a more advanced enterprise resource planning system as it scales up its operations.

The Risk Management Policy is available from the "Corporate Governance" section of the Company's investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com).

**Recommendation 7.4:** *A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.*

The Company's exposure to economic risks remains broadly as described in the June 2019 Offer Booklet issued in conjunction with the Rights Offering the Company completed in July 2019 (which is available via the ASX Market Announcements Platform).

The Company is not subject to material environmental or social sustainability risks.

---

**Principle 8:** Remunerate fairly and responsibly. A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.

The Company complied with Recommendations 8.1 to 8.3 in full for the financial year ended December 31, 2019.

**Recommendation 8.1:** *The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.*

The Company has a combined Nomination & Remuneration Committee. Please refer to the response to Recommendation 2.1 for further information.

**Recommendation 8.2:** *A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.*

Please refer to pages 9 to 11 of the 2019 Annual Report for the “Remuneration Report”.

**Recommendation 8.3:** *A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.*

The Company’s Securities Trading Policy prohibits all participants in an approved share or option plan, or who otherwise hold securities in the Company from engaging in any conduct that seeks to secure the economic value attaching to the relevant securities and remove the element of price risk inherent in the value of those securities, while the securities remain unvested or subject to escrow.

The Securities Trading Policy is available from the “Corporate Governance” section of the Company’s investor website at [www.vtvisioninvestors.com](http://www.vtvisioninvestors.com).